



FAIRFAX COUNTY

DEPARTMENT OF PURCHASING & SUPPLY MANAGEMENT
12000 GOVERNMENT CENTER PARKWAY, SUITE 427
FAIRFAX, VIRGINIA 22035-0013

www.fairfaxcounty.gov

VIRGINIA

TELEPHONE: (703) 324-3201 FAX: (703) 324-3223 TTY: 1-800-828-1140

MAY 07 2003

AMENDMENT NO. 2

SUBJECT: Diesel Fuel; Low Sulphur and Ultra-Low Sulphur

CONTRACTOR
ConocoPhillips Company
600 N. Dairy Ashford Road
Houston, TX 77079

VENDOR CODE
B73-0400345-01

CONTRACT NO.
BL 02-5351 **2421B**

By mutual agreement and pursuant to the attached Certificate of Merger, Contract BL02-535124-21A is hereby amended to reflect merger of TOSCO Corporation, Contractor B of the above noted contract, into the firm of ConocoPhillips Company, at the address and vendor code shown above, effective December 12, 2002.

REMITTANCE ADDRESS:

Account No. 1865125540
P. O. Box 75201
Charlotte, NC 28275-0201


Cathy A. Muse, CPPO
Director/County Purchasing Agent

CAM/lpm

DISTRIBUTION:

Contractor: David Wright
Dept. of Finance: Accounts Payable
DVS: Howard Springsteen
FCPS: Supply Operations
DPSM: Vijay Sood
Asst. Buyer - Van Fuller

Contract Administrator: LPM
Buyer 1-Team 2: Lander Napper
Park Authority: Pat Orlando
FMD: Brad Melton

Delaware

PAGE 1

The First State

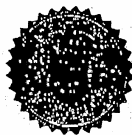
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TOSCO CORPORATION", A NEVADA CORPORATION,

WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:43 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2003, AT 3:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0064324 8100M

020763252

AUTHENTICATION: 2143102

DATE: 12-12-02

DEC 09 2002 16:24

PAGE.02

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FROM RL&F#1

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:49 PM 12/12/2002
020763252 - 0064324

CERTIFICATE OF MERGER

of

Tosco Corporation
(a Nevada corporation)

with and into

ConocoPhillips Company
(a Delaware corporation)

Phillips Petroleum Company, a Delaware corporation to be renamed ConocoPhillips Company prior to the effective time of this certificate of merger (the "Surviving Corporation"), in compliance with the requirements of the General Corporation Law of the State of Delaware (the "DGCL") and desiring to effect a merger of Tosco Corporation, a Nevada corporation (the "Merging Corporation," and together with the Surviving Corporation, the "Constituent Corporations"), with and into the Surviving Corporation, and acting by its duly authorized officer, DOES HEREBY CERTIFY that:

First: As of the date hereof, the name and state of incorporation of each of the Constituent Corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
PHILLIPS PETROLEUM COMPANY	Delaware
TOSCO CORPORATION	Nevada

Second: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the DGCL;

Third: The name of the Surviving Corporation of the merger will be ConocoPhillips Company;

Fourth: The Certificate of Incorporation of ConocoPhillips Company immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law and the provisions thereof;

Fifth: The executed agreement and plan of merger is on file at an office of the Surviving Corporation, the address of which is 600 North Dairy Ashford, Houston, Texas 77079;

Sixth: A copy of the agreement and plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation;

HOUN3:811524

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FROM RL&F#1

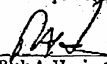
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Seventh: The authorized capital stock of the Merging Corporation is 100 shares of common stock, par value \$0.01 per share; and

Eighth: Pursuant to Section 103(d) of the DGCL, this certificate of merger will become effective at 3:01 a.m., Eastern time, on January 1, 2003.

Dated: December 12, 2002

PHILLIPS PETROLEUM COMPANY
(to be renamed ConocoPhillips Company)
(a Delaware corporation)

By: 
Name: Rick A. Harrington
Title: Senior Vice President, Legal,
and General Counsel